

**The Companies Act 2006  
The Insolvency Act 1986**

**Company Limited By Shares**

**Written Resolutions  
Of  
SHELL INTERNET SERVICES LIMITED**

TUESDAY



Pursuant to Section 288 of the Companies Act 2006 I, being a member of the company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which I was present, vote as follows on the special and ordinary resolutions set out below.

1. "THAT the board of directors of the Company ("Board") be authorised to allot relevant securities (as defined in the Companies Act 1985) up to an aggregate nominal amount of £60,286, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on five years from the date of this resolution, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Board may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities."

***FOR/AGAINST***

**Special Resolutions**

2. "THAT subject to the passing of resolution 2 the Board be and they are empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in the Act) wholly for cash pursuant to the authority conferred by the resolution 2 and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a. in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- b. otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £60,286.

and shall expire five years from the date of this resolution, save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

***FOR/AGAINST***

### Special Resolution

3. "THAT the Company be wound up voluntarily."

**FOR/AGAINST**

### Ordinary Resolutions

4. "THAT Elizabeth Anne Bingham and Kerry Lynne Trigg of Ernst & Young LLP, 1 More London Place, London, SE1 2AF be and they are hereby appointed Joint Liquidators for the purposes of the winding up."

**FOR/AGAINST**

5. "THAT any act required or authorised to be done by the Joint Liquidators may be done by them jointly or by either of them acting alone."

**FOR/AGAINST**

6. "THAT the company's books and records be held by Shell Legal of Shell Centre, London SE1 7NA to the order of the Joint Liquidators and cannot be disposed of until the expiry of 12 months after the date of dissolution of the company and the (former) Joint Liquidators have given their prior written consent."

**FOR/AGAINST**

### Special Resolutions

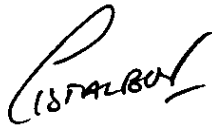
7. "THAT the Joint Liquidators be authorised to divide all or such part of the assets of the company in specie as they shall think fit amongst the members of the company."

**FOR/AGAINST**

8. "THAT the Joint Liquidators be authorised under the provisions of Section 165 of the Insolvency Act 1986 to exercise any of the powers laid down in paragraphs 1 to 3A of Schedule 4 to the Insolvency Act 1986 namely, to pay any class of creditors in full, to make compromises with those who may have claims against the company and those against whom the company may have claims and to bring legal proceedings under sections 213, 214, 238, 239, 242, 243 or 423 of the Insolvency Act 1986."

**FOR/AGAINST**

Signature:



Duly authorised signatory of THE SHELL PETROLEUM COMPANY LIMITED

Name of Signatory:

C. Talbot

Date of signature:

26/6/09

Attested by

G. White

Description

Chartered Secretary